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**远洋地产**

**遠洋地產控股有限公司**

**Sino-Ocean Land Holdings Limited**

(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

(Stock Code: 03377)

### **Notice of Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of Sino-Ocean Land Holdings Limited (the “**Company**”) will be held at Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 15 February 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications or amendments, the following resolution as ordinary resolution of the Company to be taken by way of poll:

#### **ORDINARY RESOLUTION**

“**THAT** the co-operation agreement (the “**Co-operation Agreement**”) dated 22 December 2010 entered into between 遠洋地產有限公司 (Sino-Ocean Land Limited\*) and Super Goal Development Limited in respect of the establishment of a joint venture for the development of a commercial property development project located on the land with a site area of approximately 11,007 square metres located at CBD area in Chaoyang District, Beijing, the People’s Republic of China (a copy of which has been produced at the Meeting marked “**A**” and signed by the chairman of the Meeting for identification purpose) be and are hereby approved, confirmed and/or ratified; the transactions contemplated under the Co-operation Agreement be and are hereby approved; and any one director of the Company be and are hereby authorized to do such acts and things, to sign and execute such other documents and to take such steps as he in his discretion consider necessary, appropriate, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Co-operation Agreement.”

By Order of the Board  
**Sino-Ocean Land Holdings Limited**  
**Adrian Sum**  
*Company Secretary*

\* *For identification purpose only.*

Hong Kong, 13 January 2011  
Registered Office:  
Suite 601, One Pacific Place  
88 Queensway  
Hong Kong

**Notes:**

1. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. The instrument appointing a proxy shall be in writing under hand of the appointer or of his//her attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. In the case of joint holders of any share, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or at any adjournment thereof (as the case may be) if the members so wish.
6. The register of members of the Company will be closed from 11 February 2011 to 15 February 2011 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend the Meeting, all transfer documents together with relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 10 February 2011.
7. As at the date hereof, the board of director of the Company comprises three executive directors, namely, Mr. Li Ming, Mr. Wang Xiaoguang and Mr. Chen Runfu; three non-executive directors, namely, Ms. Liu Hui, Mr. Liang Yanfeng and Mr. Wang Xiaodong; and four independent non-executive directors, namely, Mr. Tsang Hing Lun, Mr. Gu Yunchang, Mr. Han Xiaojing and Mr. Zhao Kang.